



McCULLAGH LEASING, INC.

28 State Street • Boston, Massachusetts • Telephone (617) 573-9000

Mailing Address:
P.O. Box 673
Boston, MA 02102

INTERSTATE COMMERCE COMMISSION

DEC 12 1988 1:05 PM
RECORDATION NO. 7235-D
FILED 1485

November 21, 1988

8-347A073

1300

Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington DC 20423
Attention: Room 2303

RE: Agreement and Assignment dated October 15, 1973 among General Electric Company (Manufacturer) and First Pennsylvania Bank N.A., formerly The First Pennsylvania Banking and Trust, recorded with Interstate Commerce Commission on December 27, 1973 as Document # 7235-D

Dear Sir:

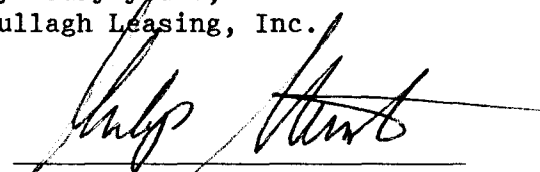
I submit for filing and recording under 49 U.S.C. Section 11303 (a) and the regulations promulgated thereunder, one enclosed executed counterpart of a document, not previously recorded, and three (3) certified copies thereof, entitled Assignment and Release dated as of November 17, 1988, executed by First Pennsylvania Bank N.A. (assignee under the above-referenced Agreement and Assignment) as Agent and relating to the above-referenced Agreement and Assignment, pursuant to which said First Pennsylvania Bank N.A. assigns to McCullagh Leasing, Inc. all of its rights under said Assignment and Agreement and terminates its security interest in the railroad equipment described therein and hereafter in this letter. The said Assignment and Agreement was recorded with the Interstate Commerce Commission on December 27, 1973 under Recordation No. 7235-D. The enclosed Assignment and Release should be filed under the next available letter designation under Recordation No. 7235-D which we believe will be 7235-E.

The equipment covered by the said enclosed Assignment and Release is eighteen (18) General Electric U30C Locomotives, Road Numbers R.I. 4582 through 4599 inclusive.

Enclosed is our check for \$10.00 in payment of the filing fee. One this filing has been made, please return to the undersigned the stamped counterpart of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the extra copy of this letter of transmittal in the enclosed self-addressed stamped envelope.

Very truly yours,
McCullagh Leasing, Inc.

by:


Philip Sternstein
Senior Vice President
and General Counsel

PS:sd
enclosure
1395L



McCULLAGH LEASING, INC.

28 State Street • Boston, Massachusetts • Telephone (617) 573-9000

Mailing Address:
P.O. Box 673
Boston, MA 02102

December 1, 1988

Interstate Commerce Commission
Attn: Mrs. Mildred Lee
Room 2303
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

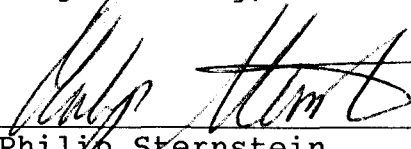
RE: Agreement and Assignment dated October 15, 1973 among General Electric Company (Manufacturer) and First Pennsylvania Bank N.A., formerly The First Pennsylvania Banking and Trust, recorded with Interstate Commerce Commission on December 27, 1973 as Document # 7235-D

Dear Mrs. Lee:

Per your telephone conversation with my secretary on Wednesday, November 30, 1988 I have enclosed an additional check in the amount of \$3.00 in payment of the filing fee on the above referenced matter. I have enclosed a copy of our letter dated November 21, 1988 to aid you in locating our original request. If you should have any further questions, please contact me.

Very truly yours,
McCullagh Leasing, Inc.

by:


Philip Sternstein
Senior Vice President
and General Counsel

PS:sd
enclosure
2605P

Interstate Commerce Commission
Washington, D.C. 20423

12/ 13/88

OFFICE OF THE SECRETARY

Philip Sternstein
McCullagh Leasing Inc.
28 State Street
Boston, Mass.

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/12/88 at 1:05pm , and assigned recordation number(s). 7235-E

Sincerely yours,

Nesta L. McGee
Secretary

Enclosure(s)

CERTIFICATION


INTEHSTATE COMMERCE COMMISSION

DEC 12 1988 1-05 PM

REGISTRATION NO. 72357 F

I, Philip Sternstein Senior Vice President of McCullagh Leasing, Inc. do hereby certify that attached hereto is a true copy of the original of an Assignment and Release dated November 17, 1988 and executed by First Pennsylvania Bank N.A., formerly The First Pennsylvania Banking and Trust Company, assignee under Agreement and Assignment dated October 15, 1973 between General Electric Company (Manufacturer) and said The First Pennsylvania Banking and Trust Company, assigning to McCullagh Leasing, Inc. its rights under said Assignment and Agreement and terminating its security interest in the railroad equipment described therein.

In Witness Whereof, I have executed this Certification this 21st day of November, 1988.


Philip Sternstein
Senior Vice President
McCullagh Leasing, Inc.

ASSIGNMENT AND RELEASE

For valuable consideration, the receipt of which is hereby acknowledged, First Pennsylvania Bank N.A., formerly known as The First Pennsylvania Banking and Trust Company, as Agent (the "Agent") for Account of State Treasurer of the State of Michigan, Custodian of the State Employees Retirement System, Pan-American Life Insurance Company and The Life Insurance Company of Virginia (the "Lenders") under a certain Finance Agreement dated as of October 15, 1973 among the Agent, the Lenders and North American Car Corporation, hereby:

- (a) sells, assigns, transfers and sets over to McCullagh Leasing, Inc., a Michigan corporation ("the Assignee") all of the Agent's rights, title and interests in and to eighteen (18) General Electric U30C Locomotives, VIN Nos. (Road Numbers) R.I. 4582 through 4599 inclusive (the "Locomotives");
- (b) releases and terminates the Agent's security interest in the Locomotives;
- (c) assigns, transfers and sets over unto Assignee all of the Agent's rights, title, interests claims under that certain Agreement and Assignment dated as of October 15, 1973 (the "Agreement and Assignment") between General Electric Company (the "Manufacturer") and the Agent, which rights, title, interests and claims were assigned by the Manufacturer to the Agent under the Agreement and Assignment;
- (d) represents and warrants in its individual capacity to Assignee and its successors and assigns that the Agent has not sold, transferred, assigned, mortgaged, pledged or otherwise hypothecated to any party (other than Assignee hereunder) the Locomotives and the Agent's security title thereto and security interest therein or the rights, title, interests and claims assigned to the Agent by the Manufacturer under the Assignment and Agreement and assigned by the Agent to Assignee hereunder; and
- (e) agrees to execute such further documents as may, in Assignee's reasonable opinion, be necessary or desirable to more fully give effect to the assignment and release set forth herein.

In Witness Whereof, the Agent has caused this Assignment and Release to be executed by its duly authorized officer this 17th day of November, 1988.

FIRST PENNSYLVANIA BANK N.A.,
AS AGENT

Attest:

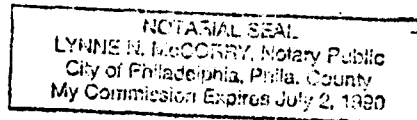
Sharon B. Buchanan

By: Richard Kojnowski

Its: RICHARD KOJNOWSKI
CORPORATE TRUST OFFICER
& ASSISTANT SECRETARY

COMMONWEALTH OF Pennsylvania)
County of Philadelphia) SS.:

On this 17th day of November 1988, before me personally appeared Richard Hojnowski, to me personally known, who, being by me duly sworn, says that he is a Corporate Trust Officer of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Lynne N. McCorry
Notary

[Notarial Seal]

My Commission expires:

COMMONWEALTH OF _____)
County of _____) SS.:

On this _____ day of _____ 1981, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of _____, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary

[Notarial Seal]

My Commission expires: